



## **Charter of the “Culture, Character, Integrity, and Ethics” Committee of the Board of Directors**

**CACI International Inc.**

### **Culture, Character, Integrity and Ethics Committee of the Board of Directors Charter**

**Adopted November 2015**

#### **Committee Purpose**

The CACI Culture, Character, Integrity and Ethics Committee (the “Committee”) is a committee of the Board of Directors (the “Board”). The purpose of the Committee is to oversee Management’s efforts to foster and institutionalize the Company’s culture of character, ethics and integrity and safeguard and advance the Company’s reputation.

The Committee’s role is one of oversight, recognizing that Management is responsible for instilling CACI’s culture throughout the organization. The Committee will assist the Board in fulfilling its oversight responsibilities relating to the design, implementation and execution of the Company’s compliance and ethics programs. Management is responsible for monitoring the Company’s compliance with applicable laws, regulations, policies and procedures. Management is responsible for the day-to-day management and implementation of the Company’s compliance and ethics programs. This Charter defines the role, authority and responsibility of the Committee.

#### **Committee Composition**

1. The Chairman of the Committee will be the Chairman of the Board (Dr. J.P. London);
2. The Committee shall also be composed of at least three (3) independent directors, as defined in applicable regulations and listing standards;
3. The members of the Committee must have adequate time to perform the responsibilities of the Committee;
4. Members of the Committee shall be appointed (and may be removed) by the Board of Directors; and
5. Permanent members of the CACI senior management team (“TMT”) affiliated with the Committee shall include:
  - a. the Chief Executive Officer
  - b. the Chief Operating Officer;
  - c. the General Counsel;
  - d. the Chief Human Resources Officer;
  - e. the Ombudsman;
  - f. the EVP of Corporate Communications; and
  - g. the Chief Risk Officer.

## **Committee Responsibilities**

The Committee shall meet as necessary to perform its functions, but shall meet at least two (2) times per year. The Chief Executive Officer may propose to the Committee Chair, in advance of meetings, specific topics for the focus of each meeting.

In order to have validity, actions of the Committee must be approved by a quorum of the Committee. A quorum shall be a majority of all of the board members of the Committee.

The voting members of the committee are limited to members from the Board of Directors.

The Committee may delegate any of its responsibilities to one or more subcommittees, provided that any such subcommittee shall be required to report to the Committee on its activities and obtain Committee approval for any recommended action.

### Oversight of Company Culture

The Committee may:

- Review and assess the culture of the organization to determine if further enhancements are needed to foster ethical behavior by all employees;
- Review and/or provide input to Management on the implementation and effectiveness of the Company's ethics and culture materials and initiatives, including training and the processes for the reporting and resolution of ethics issues;
- Monitor Management's development and implementation of programs, guidelines and practices for congruency with the company's culture guidelines, and conduct and ethics policies; and
- Ensure that management has allocated adequate resources to comply with culture guidelines, and conduct and ethics policies, codes of best practice and regulatory requirements.

### Oversight of Compliance Activities

The Committee may:

- Assess whether the Code of Conduct and the Standards of Ethics and the Company's other internal ethics policies instill appropriate ethical behavior in the Company's culture, business practices and employees, and make recommendations to the Board of Directors concerning the adoption and amendment of these policies;
- Review the Company's performance in implementing the provisions of the Code of Conduct and the Standards of Ethics, and the Company's other internal ethical policies, and the assertions made in this regard;

- Review the material risks and liabilities relating to the provisions of the Code of Conduct and the Standards of Ethics and the Company's other internal ethics policies, ensuring that such risks are managed or mitigated as part of the company's risk management program;
- Review significant compliance-related policies, objectives and plans related to the operations of the Company's business and its mode or methods of doing business;
- Review employee training materials regarding the Code of Conduct and the Standards of Ethics and the Company's other internal ethics policies and guidelines prior to distribution to the Company's personnel;
- Advise Management on the Company's response to substantial questions, significant reports of actual and alleged violations that arise under Code of Conduct and the Standards of Ethics and the Company's other internal ethics policies and guidelines, and its communications with employees on these issues;
- Review metrics used by management to assess compliance risk and provide insight into the Company's compliance systems and organization;
- Review various auditing and monitoring systems, reports and protocols implemented by the Company designed to assure compliance with approved corporate policies and applicable laws and regulations;
- Review results of significant compliance-related audits and assessments and, as necessary, review and assess reports concerning internal or external audits related to compliance;
- Initiate such compliance investigations as it deems appropriate, but it is not the duty of the Committee to plan or conduct compliance audits, to assure compliance with applicable laws or regulations or the Company's internal policies and procedures, or to operate the Company's Code of Conduct and the Standards of Ethics and other internal ethics policies, but rather to oversee Company management in the undertaking of these responsibilities. [Further, it is the responsibility of the Audit Committee to carry out the Board's oversight responsibilities regarding management's compliance with securities laws and regulations, including financial reporting and disclosure requirements.]

### Oversight of Assessments

The Committee may:

- Review the adequacy and effectiveness of the company's engagement and interaction with its stakeholders, e.g. shareholders, customers, vendors, etc.;

- Review results of annual questionnaire on business ethics and review reports on the Company's ethical environment;
- Periodically, as deemed appropriate, obtain independent external assessments and evaluations of the company's culture, ethics and compliance programs and performance;
- Perform annual self-assessment of the Committee's effectiveness and adequacy of its charter; and
- The Committee may obtain reports from any other individuals with operational or functional (staff) responsibility for Company's compliance, ethics and culture.

#### Miscellaneous

- The Committee shall keep informed of developments in applicable legal and regulatory requirements and recommended best practices concerning Committee functions;
- The Committee may review any political and/or lobbying activities performed on behalf of the Company;
- The Committee may review any philanthropic activities and/or donations undertaken by the Company; and
- The Committee may make recommendations to the Compensation Committee on possible employee compensation actions to reward ethical behavior and discourage unethical behavior.